FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

OMB APPROVAL

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03021961

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE	ONLY
Prefix	Serial
DATE REC	CEIVED

Name of Offering (: check if this is an amendment and name has changed, and indicate change.) Private Placement of Class A Common Stock, Class B Common Stock, Series A Redeemable Preferred Stocks Unis Current Pay Interest Loan Notes and Unsecured Rolled Up Interest Loan Notes

•	k box(es) that apply): XX: New Filing		XX Rule 506	: Section 4(6)	: ULOE	1 9	9 200	3
Type of Filing:	AA. New Piling	. 77 Amend	 IC IDENTIFICATION D	DATA		24 .		

1. Enter the information requested about the issuer Name of Issuer (: check if this is an amendment and name has changed, and indicate change.) Aviagen International Group Inc. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) 5015 Bradford Drive, Huntsville, AL 35805 (256) 890-3800 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices)

Brief Description of Business Holding company for agricultural business

Type of Business Organization : /XX / corporation : limited partnership, already formed : business trust : limited partnership, to be formed

: other (please speciPROCESSED

Month :5/28/03Actual Actual or Estimated Date of Incorporation or Organization: : Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction) D \mathbf{E}

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers;
 and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: : Promoter :// Beneficial Owner : Executive Officer : XX Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Humphrey Battcock

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Advent International Corporation, 75 State Street, Boston, MA 02109

Check Box(es) that Apply: : Promoter :// Beneficial Owner : Executive Officer : XX Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Rory Pope

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Advent International Corporation, 75 State Street, Boston, MA 02109

Check Box(es) that Apply: : Promoter :// Beneficial Owner :XX Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Janet Hennessy

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Advent International Corporation, 75 State Street, Boston, MA 02109

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner :XX Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Christopher P. Hill

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Aviagen International Group Inc., 5015 Bradford Drive, Huntsville, AL 35805

Check Box(es) that Apply: : Promoter: /XX/ Beneficial Owner: Executive Officer: Director: General and/or Managing Partner

Full Name (Last name first, if individual)

Global Private Equity IV Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Advent International Corporation, 75 State Street, Boston, MA 02109

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Global Private Equity IV A Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Advent International Corporation, 75 State Street, Boston, MA 02109

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Global Private Equity IV C Limited Partnership

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Advent International Corporation, 75 State Street, Boston, MA 02109

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Ian S. Panton

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Aviagen International Group Inc., 5015 Bradford Drive, Huntsville, AL 35805

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Nigel F. Barton

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Aviagen International Group Inc., 5015 Bradford Drive, Huntsville, AL 35805

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Ian Hamilton

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Aviagen International Group Inc., 5015 Bradford Drive, Huntsville, AL 35805

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Randall Ennis

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Aviagen International Group Inc., 5015 Bradford Drive, Huntsville, AL 35805

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

James C. McKay

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Aviagen International Group Inc., 5015 Bradford Drive, Huntsville, AL 35805

Check Box(es) that Apply: : Promoter :/XX/ Beneficial Owner : Executive Officer : Director : General and/or Managing Partner

Full Name (Last name first, if individual)

Kenneth Laughlin

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Aviagen International Group Inc., 5015 Bradford Drive, Huntsville, AL 35805

				В.	INFORMA	ATION ABO	OUT OFFER	ING				
1.	Has the issu	ier sold, or d	loes the issuer	intend to s	sell, to non-	-accredited i	nvestors in thi	is offering?			Yes :	No : XX
			lso in Append								·	
2.			nvestment tha		•	•					\$ <u>n/a</u>	
3.	Does the of	fering permi	it joint owners	ship of a sir	ngle unit?.			•••••••			Yes : XX	No ·
4.	commission If a person or states, lis	or similar to be listed to the name of	requested for remuneration is an associate of the broker of ay set forth the	for solicita ed person o or dealer. I	tion of pur r agent of f more tha	rchasers in co a broker or co n five (5) pe	onnection wit lealer register rsons to be lis	h sales of sec ed with the S	curities in th SEC and/or v	e offering.		
Full	Name (Last 1	name first, if	f individual)									
Busi	ness or Resid	lence Addre	ss (Number a	nd Street, C	City, State,	Zip Code)						
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1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and	CEEDS	
indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>1,511,455</u>	\$ <u>1,511,455</u>
Equity	\$ <u>27,519,198</u>	\$ 27,519,198
: Common : Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ 0	\$ 0
Other (Specify)	\$ 0	\$ 0
Total	\$ 29,030,653	\$ 29,030,653
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Ψ <u>25,030,055</u>	Φ <u>22,030,033</u>
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	17	\$ <u>29,030,653</u>
Non-Accredited Investors	00	\$0_
Total (for filings under Rule 504 only)		\$
3. If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	0	\$ <u>0</u>
Regulation A	0	\$ 0
Rule 504	0	\$ 0
Kule 504		\$ <u></u>
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	:	\$_0
Printing and Engraving Costs	:	\$ <u>0</u>
Legal Fees	:XX	\$ <u>25,000</u>
Accounting Fees.	:XX	\$ <u>10,000</u>
Sales Commission (specify finders' fees separately)	:	\$ <u>0</u>
Other Expenses (identify)	•	\$_0_
Total	XX:	\$ 35,000

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors, and Affiliates Salaries and fees	\$ 28.995.653 Payments to Others : \$_0 : \$_0 : \$_0
to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above. Payments to Officers, Directors, and Affiliates Salaries and fees	: \$ <u>0</u> : \$ <u>0</u>
Payments to Officers, Directors, and Affiliates Salaries and fees	: \$ <u>0</u> : \$ <u>0</u>
Purchase of real estate	: \$_0
Purchase, rental or leasing and installation of machinery and equipment : \$ 0 Construction or leasing of plant buildings and facilities : \$ 0 Acquisition of other businesses (including the value of securities involved in this offering that	
Construction or leasing of plant buildings and facilities	: \$ <u>0</u>
Acquisition of other businesses (including the value of securities involved in this offering that	
	: \$_0
may be used in exemplific for the absence of beautifies of another restaurities a merger from the description	: \$_0
Repayment of indebtedness	: \$_0
Working capital	: \$_0
Other (specify): Purchase of business : \$	X: \$ 28,995,653
: \$ <u>0</u>	: \$_0
Column Totals	:X \$ 28,995,653
Total Payments Listed (column totals added)	28,995,653
D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed u following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2)	on, upon written
Issuer (Print or Type) Signature Date	te
Aviagen International Group Inc.	ine (O, 2003
Name of Signer (Print or Type) Title of Signer (Print or Type)	
Christopher P. Hill Vice President	

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)